

Ruchi**RUCHI SOYA INDUSTRIES LIMITED**

Head Office :
301, Mahakosh House,
7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
Fax : 91-731-4065019
E-mail : ruchisoya@ruchisoya.com

CIN : L15140MH1986PLC038536

28th December, 2018

RSIL/2018

To
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.
“Exchange Plaza”, Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

Dear Sir,

Sub : Declaration of result and submission of requisite details under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

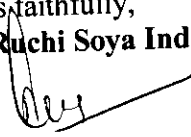
Ref : 32nd AGM held on Thursday, the 27th December, 2018

In continuation and with reference to our letter dated 27th December, 2018 enclosing the proceedings of the 32nd Annual General Meeting of the Company held on Thursday, 27th December, 2018, we may submit that all the business of the notice of 32nd AGM were duly transacted and approved by requisite majority.

The Company had provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and in accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Facility of casting the votes through Ballot paper at the AGM was also provided to the members who could not cast their vote through remote e-voting. The Resolution Professional appointed Mr. Prashant Diwan, Practicing Company Secretary as the scrutinizer for the e-voting process. He has submitted his report dated 27th December, 2018 to the Resolution Professional.

Kindly do find the requisite details of voting results in accordance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as attached herewith in order and acknowledge a receipt hereof.

Thanking you,
Yours faithfully,
For Ruchi Soya Industries Ltd.


Company Secretary
Encl.: As above



RUCHI SOYA INDUSTRIES LIMITED

Head Office :
301, Mahakosh House,
7/5, South Tukoganj,
Nath Mandir Road,
INDORE - 1 (M.P.) India
Phone : 4065012, 2513281-82-83
Fax : 91-731-4065019
E-mail : ruchisoya@ruchisoya.com

CIN : L15140MH1986PLC038536

Date of the 32nd AGM : 27th December, 2018

Total No. of shareholders on record date : 83,479 at cut-off date (14th December, 2018)

No. of shareholders present in the meeting
either in person or through proxy-

Promoters and Promoters Group : 13
Public : 85

No. of Shareholders attended the meeting
Through Video Conferencing –

Promoters : Not Applicable
Public : Not Applicable

Mode of Voting (for all Agenda items) : E-voting and voting through ballot at the AGM.

Details of the Agenda, Type of Resolution and Summary of votes cast are as follows:



PRASHANT DIWAN
B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar,
M. G. Road, Kandivali (W), Mumbai 400067

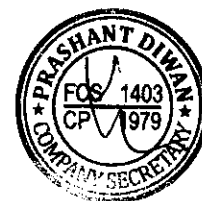
CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Resolution Professional
Ruchi Soya Industries Limited
Ruchi House, Royal Palms, Survey No. 169
Aarey Milk Colony, Near Mayur Nagar
Goregaon (East), Mumbai - 400065

Dear Sir

- 1) The Resolution Professional of the M/s. Ruchi Soya Industries Limited (CIN: L15140MH1986PLC038536) (hereinafter referred as the "Company") at the meeting held on 1st December, 2018 has appointed me as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Remote e-voting and Voting by physical Ballot Form at the venue of 32nd Annual General Meeting (AGM) of the Company held on 27th December, 2018 in respect of resolutions as stated in the Notice of the 32nd AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 3rd December, 2018 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 16th November, 2018.
 - (b) As per provisions of the Companies Act, 2013 the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.
 - (c) The members holding shares as on the "Cut off date" i.e. 14th December, 2018 were entitled for Remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period was commenced on Monday, the 24th December, 2018 from 10.00 a.m. IST and was concluded on Wednesday, the 26th December, 2018 at 5.00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
 - (d) The Company had also made arrangements for voting by Ballot Form at the venue of 32nd Annual General Meeting for the Members who have not availed remote e-voting facility. The duly executed Ballot Forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Ballot forms. The Ballot box was opened after conclusion of the Annual General Meeting at 12.30 p.m. IST.





PRASHANT DIWAN

B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar,
M. G. Road, Kandivali (W), Mumbai 400067

- (e) After counting of the votes cast at the Annual General Meeting as stated at point (d) above, the votes of Remote e-voting were unblocked on 27th December, 2018 at 1.30 p.m. IST in the presence of two witnesses CS Nikunj Kiri and CS Aashit Doshi who are not in the employment of the Company. The results of Remote e-voting alongwith the List of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.
- 3) The detailed report on Scrutinizing the Remote e-voting and Ballot Form are enclosed herewith as under:
- (a) Annexure 1 – Consolidated Summary of Ballot Form and Remote e-voting
 - (b) Annexure 2 – Summary of Ballot Form voting at the AGM
 - (c) Annexure 3 – Summary of Remote e-voting
 - (d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
 - (e) Annexure 5 – Register of Ballot Form (Resolution wise)
 - (f) Annexure 6 – Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the Ballot Forms and other papers/register and records for safe custody to Mr. R L Gupta, Company Secretary of the Company.
- 5) You may accordingly declare the results of the voting conducted by Remote e-voting and Ballot Form.

Thanking you
Yours faithfully

PRASHANT DIWAN
SCRUTINIZER



Place: Mumbai
Date: 27.12.2018

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 1.30 p.m. IST on 27th December, 2018.

1) CS Nikunj Kiri

2) CS Aashit Doshi

RUCHI SOYA INDUSTRIES LIMITED

CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-VOTING

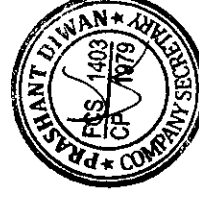
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018	113	116958924	8066	116950858	115752403	98.98	1198455	1.02
2	To appoint a Director in place of Mr. Vijay Kumar Jain (DIN: 00098298), who retires by rotation and being eligible, offers himself for re-appointment	113	116958924	630	116958294	114599223	97.98	2359071	2.02
3	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019	113	116958924	793	116958131	116957524	100.00	607	0.00



RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF BALLOT FORM VOTING AT THE ANNUAL GENERAL MEETING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018	51	132017	630	131387	131382	100.00	5	0.00
2	To appoint a Director in place of Mr. Vijay Kumar Jain (DIN: 00098298), who retires by rotation and being eligible, offers himself for re-appointment	51	132017	630	131387	131382	100.00	5	0.00
3	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019	51	132017	630	131387	131382	100.00	5	0.00



RUCHI SOYA INDUSTRIES LIMITED

SUMMARY OF REMOTE VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIO VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018	62	116826907	7436	116819471	115621021	98.97	1198450	1.03
2	To appoint a Director in place of Mr. Vijay Kumar Jain (DIN: 00098298), who retires by rotation and being eligible, offers himself for re-appointment	62	116826907	0	116826907	114467841	97.98	2359066	2.02
3	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019	62	116826907	163	116826744	116826142	100.00	602	0.00



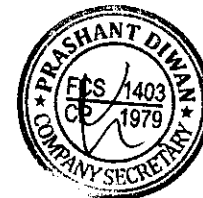
Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED

Item No. 1		To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	113242232	104458127	92.24	104458127	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		104458127	92.24	104458127	0	100.00	0.00
Public- Institutions	E-Voting	859918	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	219998572	12361344	5.62	11162894	1198450	90.30	9.70
	Ballot Form		131387	0.06	131382	5	100.00	0.00
	Total		12492731	5.68	11294276	1198455	90.41	9.59
Total		334100722	116950858	35.00	115752403	1198455	98.98	1.02



Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED

Item No. 2		To appoint a Director in place of Mr. Vijay Kumar Jain (DIN: 00098298), who retires by rotation and being eligible, offers himself for re-appointment						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	113242232	104458127	92.24	104458127	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		104458127	92.24	104458127	0	100.00	0.00
Public- Institutions	E-Voting	859918	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	219998572	12368780	5.62	10009714	2359066	80.93	19.07
	Ballot Form		131387	0.06	131382	5	100.00	0.00
	Total		12500167	5.68	10141096	2359071	81.13	18.87
Total		334100722	116958294	35.01	114599223	2359071	97.98	2.02



Consolidated Members Category Wise Voting Report
RUCHI SOYA INDUSTRIES LIMITED

Item No. 3		To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	113242232	104458127	92.24	104458127	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		104458127	92.24	104458127	0	100.00	0.00
Public- Institutions	E-Voting	859918	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	219998572	12368617	5.62	12368015	602	100.00	0.00
	Ballot Form		131387	0.06	131382	5	100.00	0.00
	Total		12500004	5.68	12499397	607	100.00	0.00
Total		334100722	116958131	35.01	116957524	607	100.00	0.00

